

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re TRUECAR, INC. SHAREHOLDER
DERIVATIVE LITIGATION

Lead Case No. 1:19-cv-00617

(Consolidated with Case No. 1:19-cv-00625)

This Document Relates To:

ALL ACTIONS

STIPULATION AND [PROPOSED] ORDER STAYING ACTION

WHEREAS, on May 7, 2019, the TrueCar Defendants¹ notified the Court that they had filed a motion with the United States Judicial Panel on Multidistrict Litigation (“JPML”) seeking to consolidate pending derivative actions brought on behalf of TrueCar in the Central District of California and this Court and transfer them to this Court (Dkt. No. 23);

WHEREAS, on May 7, 2019, the JPML accepted the motion for transfer for filing, assigning the matter MDL No. 2900 (“JPML Proceedings”), and setting a briefing schedule which calls for briefing to be completed on or before June 4, 2019;

WHEREAS, in light of the pending JPML Proceedings, on May 8, 2019, the TrueCar Defendants filed a Motion to Stay Proceedings Pending Transfer to MDL No. 2900 (“Motion to Stay”) in this Court, seeking to stay this Action pending a decision on transfer of this case by the JPML (Dkt. No. 24);

¹ Victor “Chip” Perry, Michael Guthrie, John Pierantoni, Abhishek Agrawal, Robert Buce, Christopher Claus, Steven Dietz, John Krafcik, Erin Lantz, John Mendel, Wesley Nichols, Ion Yadigaroglu, and Nominal Defendant TrueCar, Inc. are collectively referred to as the “TrueCar Defendants.”

WHEREAS, on May 22, 2019, Plaintiffs² filed an Opposition to the Motion to Stay (Dkt. No. 28), but after further consultation with counsel, have informed the TrueCar Defendants that they do not intend to oppose the Motion to Stay and therefore withdraw their Opposition;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the Plaintiffs and the TrueCar Defendants, through their undersigned counsel and subject to the approval of the Court, as follows:

- 1) Plaintiffs' Opposition to the Motion to Stay is withdrawn;
- 2) This Action shall be stayed during the pendency of the JPML Proceedings;
- 3) All currently scheduled deadlines, hearings, and response dates are hereby vacated; and
- 4) If the case proceeds in this Court following the JPML Proceeding, the parties shall submit to the Court, within ten (10) business days of the JPML's decision, a proposed revised briefing schedule for responses to the operative complaint.

Respectfully submitted,

COOCH & TAYLOR, P.A.

/s/ Blake A. Bennett

Blake A. Bennett (Bar No. 5133)
The Brandywine Building
1000 West Street, 10th Floor
Wilmington, DE 19801
Tel: (302) 984-3800
bbennett@coochtaylor.com
*Liaison Counsel for Ara Afarian and
Shelley Niemi*

Respectfully submitted,

WILSON SONSINI GOODRICH
& ROSATI, P.C

/s/ Shannon E. German

Shannon E. German (Bar No. 5172)
Jessica A. Hartwell (Bar No. 5645)
222 Delaware Avenue, Suite 800
Wilmington, DE 19801
Tel: (302) 304-7600
sgerman@wsgr.com
jhartwell@wsgr.com
Attorneys for the TrueCar Defendants

² Ara Afarian and Shelly Niemi are together referred to as "Plaintiffs."

Dated: May 22, 2019

IT IS SO ORDERED this ____ day of _____, 2019.

The Honorable Colm F. Connolly